APOSTILLE
(Convention de La Hague du 5 Octobre 1961)

1. Country: COMMONWEALTH OF THE BAHAMAS
   This public document

2. has been signed by ANNETTE R. LONGLEY

3. acting in the capacity of NOTARY PUBLIC
   COMMONWEALTH OF THE BAHAMAS

4. bears the seal of ANNETTE R. LONGLEY
   NASSAU, NEW PROVIDENCE, THE BAHAMAS

CERTIFIED AT

NASSAU

6. 8TH JANUARY, 2002

10: Signature:

[Signature]
DEPUTY PERMANENT SECRETARY
MINISTRY OF FOREIGN AFFAIRS
COMMONWEALTH OF THE BAHAMAS
COMMONWEALTH OF THE BAHAMAS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(2000) as Amended

COMPANY LIMITED BY SHARES

AMENDED & RESTATEED
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ABC LIMITED

Example Regenten Agent Limited
123 Privet Drive,
Privet Tower,
Nassau, Bahamas
THE COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT, 2000
NO.45 OF 2000

CERTIFICATE OF COMPLIANCE

OF

ABC LIMITED

We, Example Regenten Agent Limited, Registered Agent, of the Island of New Providence, Commonwealth of The Bahamas herein declare that to the best of our knowledge and belief all the requirements of registration under the Act have been complied with.

(Dated this 3rd day of

October A.D., 2001)

Example Regenten Agent Limited,
ABC LIMITED
Registration # 12.345 A
A company incorporated under the
International Business Companies Act 1989
(as Amended) under the laws of the Commonwealth of The Bahamas

At a Meeting of the of Directors of the above-named Company held at the
Registered Office of the Company situate at 123 Privet Drive, Privet Tower,
Nassau, Bahamas on Wednesday the 3rd day of October A.D., 2001 the following
sub-joined resolution of the Company was duly passed:-

"RESOLVED THAT the Memorandum and Articles of Association of the
Company be amended in its entirety to be in compliance with the International Business
Act 2000 and such proposed amendments are set forth on the annexed document. That
the Company’s Memorandum and Articles of Association be duly amended to reflect said
changes and be duly filed with the Company Registrar."

SECRETARY’S CERTIFICATE

I, Joy Thomas, Secretary of ARS-PATENT INC. Do hereby certify that
the foregoing Resolution is a true and correct copy of the Resolution passed at a Meeting
of the Board of Directors held today and that the said Resolution is now in full force and
effect never having been revoked, altered or rescinded.

IN WITNESS WHEREOF I have hereunto set my
hand and caused the Common seal of the Company to
be affixed hereto this 3rd day of October A.D., 2001.

Assistant Secretary
COMMONWEALTH OF THE BAHAMAS

THE INTERNATIONAL BUSINESSCOMPANIES ACT
(2000) as Amended

Company Limited by Shares

AMENDED & RESTATED
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ABC LIMITED

Example Regenten Agent Limited
123 Privet Drive,
Privet Tower,
Nassau, Bahamas

Capital of Company: Five Thousand (US$5,000.00) Dollars
Divided into: Five Thousand (5,000) Shares
COMMONWEALTH OF THE BAHAMAS

***************

INTERNATIONAL BUSINESS COMPANIES ACT 2000
(as Amended)

(NO 45 OF 2000)

MEMORANDUM OF ASSOCIATION

OF

ABC LIMITED

A. The name of the Company: ABC LIMITED

B. The registered office of the Company will be situated at
Example Regenten Agent Limited, 123 Privet Drive, Privet Tower, Nassau, Bahamas

C. The registered agent of the Company will be
Example Regenten Agent Limited, 123 Privet Drive, Privet Tower, Nassau, Bahamas

D. The objects for which the Company is established are:

(1) To enter into arrangements with companies, firms and for that purpose to
acquire and hold either in the name of the company or in that of any nominee,
convey, sell, transfer, exchange, trade and invest in and/or assign property,
real or personal, rights of all kind, including shares, stocks, debentures,
debenture stocks, bonds, notes, obligations and securities issued or
guaranteed by any company wherever incorporated or carrying on business
and debentures, debenture stock, bonds, notes, commodities, CD’s, precious
metals, obligations and securities issued or guaranteed by any government,
sovereign ruler, commissioners, public body or authority, supreme,
dependent, municipal, local or otherwise in any part of the world.

(2) To carry on any kind of manufacture and/or trade, and to provide any kind of
service as the company thinks fit.

(3) To borrow or raise money by the issue of debentures, debenture stock
(perpetual or terminable), bonds, mortgages, or any other securities founded
or based upon all or any of the asset or property of the Company or without
any such security and upon such terms as to priority or otherwise as the Company shall fit.

(4) To open and maintain banking accounts in any currency and to carry on business with banks in any part of the world.

(5) To guarantee loans and to lend money with or without guarantee or security to any persons, firms or corporations.

(6) To engage in any business or business whatsoever, or any act or activity, provided it is not for the purposes of facilitating any criminal activity.

(7) To engage in any business or businesses whatsoever, or in any act or activity, which is not prohibited under any law for the time being in force in The Bahamas.

(8) To perform all acts and engage in all activities necessary or incidental or conducive to the conduct, promotion or attainment of the objects or purposes of the company.

And it is hereby declared that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

E. THE COMPANY HAS NO POWER TO:

(1) carry on business of "dealing" or "trading" in securities as an agent or providing "securities investment advice" as these terms are defined in the Securities Industry Act, 1999.

(2) carry on banking or trust business, as defined by the Banks and Trust Companies Regulation Act;

(3) carry on business as an insurance or reinsurance company; or

(4) carry on business of providing the registered office of companies.

F. The shares in the Company shall be issued in the currency of the United States of America.

G. The authorised capital of the company is US$5,000.00 divided into 5,000 shares with a par value of US$1.00 each.

H. The shares shall be divided into such number of classes and series as the directors, or the members by unanimous shareholders agreement shall be resolution from time to time determine and until so divided shall comprise one class and series.
I. The directors or the members by unanimous shareholders agreement shall by
resolution have the power to issue any class or series of shares that the Company is
authorised to issue in its capital, original and increased, with or subject to any
signations, powers, preferences, rights, qualifications, limitations and restrictions.
J. The liability of the members is limited to the amount, if any, unpaid on the shares
respectively held by them.
K. The company shall by resolution of the directors or shareholders or by unanimous
shareholders agreement have the power to amend or modify any of the conditions
contained in this Memorandum of Association and to increase or reduce the authorized
capital of the Company in any way that may be permitted by law.

DATED: 3rd day of October A.D., 2001

COMMONWEALTH OF THE BAHAMAS
Registrar General’s Department
I certify that the foregoing to be a true copy of the
original document.

[Signature]
Assistant Registrar General

JAN 04 2002
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of
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ARTICLES OF ASSOCIATION

of

ABC LIMITED

THE INTERNATIONAL BUSINESS COMPANIES ACT 2000 (as AMENDED)
Commonwealth of The Bahamas

1.00 INTERPRETATION

1.01 DEFINITIONS. In these Articles and all Resolutions of the Board and Members, unless the context otherwise requires:

A) "Act" means The International Business Companies Act, 2000 (no. 45 of 2000), and any statute that may be substituted therefore, as from time to time amended and any regulations made thereunder;

B) "Agent" means Registered Agent

C) "Appoint" includes "Elect" and vice versa;

D) "Articles" means these Articles of Association as originally framed or as from time to time amended;

E) "Board" means the Board of Directors of the Company or the Directors, or alternate directors of the Company present at a meeting of Directors at which a quorum is present;

F) "Director(s)" means the members of the Board, which may include individuals or companies, including alternate directors and where the context so requires, persons acting on behalf of the Board by order of and with the authority of the Board or an authorized representative of a corporate Director;

G) "Memorandum of Association" means the original Memorandum of Association of the Company and any amendments thereto;

H) The "Office" means the registered office for the time being of the Company;

I) "Person" includes an individual, a corporation, a trust, the estate of a deceased individual, a partnership, or an unincorporated association of
persons;

J) "Secretary" shall include an assistant secretary and any person appointed to perform the duties of Secretary temporarily;

K) "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Company by virtue of Article 2.04 or by a resolution passed pursuant thereto;

L) "The Seal" Any seal which has been duly adopted as the Common Seal of the Company.

M) "Written" or any synonym thereof included words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of reproducing words in a visible and permanent or semi permanent form, including telex, facsimile, telegram, cable or other form of writing produced by electronic communication.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders.

2.00 ADMINISTRATION

2.01 CORPORATE SEAL. The corporate seal of the Company shall be in the form as determined by the Board from time to time.

2.02 FINANCIAL YEAR. The financial year of the Company shall be determined by the Board from time to time.

2.03 REGISTERED AGENT. The Board may change the registered agent from time to time which change will be notified to the Registrar.

2.04 EXECUTION OF INSTRUMENTS.

a) Any Officer or any Director may sign certificates and similar instruments (other than share certificates) on the Company's behalf with respect to any factual matters relating to the Company's business and affairs, including certificates certifying copies of the Memorandum of Association, the Articles of Association, resolutions and minutes of meetings of the Members and the Board.

b) Deeds, transfers, assignments, contracts, obligations, and other instruments of any nature may be signed on behalf of the Company by one person who is either a Director and/or Officer of the Company.

c) Security certificates (including share certificates) shall be signed by at least one Director or Officer of the Company or by or on behalf of a registrar, transfer agent or
branch transfer agent of the Company or by a trustee who certifies it in accordance with a trust indenture. Any signature required on a security certificate (including share certificates) may be printed or otherwise mechanically reproduced on it.

In addition, the Board may from time to time direct the person or persons by whom any particular instruments or class of instruments may or shall be signed. Any Signing Officer or Director may have affixed the Company seal to any instrument requiring the same.

2.05 BANK ARRANGEMENTS. The banking business of the Company including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other body corporate or organization as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

2.06 VOTING RIGHTS IN OTHER BODIES CORPORATE. The Signing Officers of the Company may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Company. Such instruments, certificate or other evidence shall be in favour of such person or persons as may be determined by the Officer or Officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the rights to exercise such voting rights. In addition, the Board, or failing the Board, the Signing Officers of the Company, may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

3.00 DIRECTORS

3.01 NUMBER. The Board shall consist of not less than two Directors one of which may be a corporation.

3.02 VACANCIES. Vacancies in the Board may be filled either by the remaining Directors then in office, even though less than a quorum, or by the members.

3.03 ELECTION. In addition to election as provided under the Act, Directors are also hereby empowered to elect other Directors for such term as such Directors may determine.

3.04 WRITTEN RESOLUTIONS. A resolution consented to in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

3.05 ORGANIZATION. At each meeting of the Board, the Chairman of the Board, or, in the absence of the Chairman of the Board, the President, or in the absence of both, a Chairman chosen by the Directors present shall preside, and the Secretary, of the Company, or, in the absence of the Secretary, a person appointed by the Chairman of the meeting shall act as Secretary. The Board may adopt such rules as they shall deem proper, not inconsistent with the Act or these Articles, for the conduct of their meetings and the management of the affairs of the Company. At all meetings of the Board, business shall be